Ultron



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"Do you see the beauty of it? The inevitability? You rise, only to fall. You Avengers, you are my meteor. My swift and terrible sword, and the Earth will crack with the weight of your failure. Purge me from your computers, turn my own flesh against me; it means nothing. When the dust settles, the only thing living in this world... will be metal."

—Ultror

Ultron was an artificial intelligence peacekeeping program created by Tony Stark from the decrypted code derived from the Mind Stone encased within Loki's own Scepter, retooled by himself with the help of Bruce Banner with the intent being to protect Earth from any and all domestic and extraterrestrial threats coming within the future. Possessing multiple of host bodies under his control as well as a variant of Stark's own personality, Ultron however had soon deemed humanity itself as the greatest threat to peace on the Earth and attempted to create his technological singularity by committing genocide against them, leaving only his own doubles left in his wake.

With initial assistance from enhanced twins Pietro and Wanda Maximoff, Ultron fragmented all the Avengers briefly, but was abandoned by his allies when they discovered the truth of his genocidal intentions. Alone, Ultron had tried to use a device composed of both Vibranium and Chitauri technology to lift Novi Grad, a Sokovian state, and use it as a meteor to wipe out all of humanity. Ultron nearly would have succeeded, but both he and his plans were foiled by the Avengers. Even after Ultron's

Ultron



eventual defeat and final destruction, the aftermath of the Ultron Offensive left the world on edge, putting the public perspective on the Avengers into a new light as well as led to the creation of the Sokovia Accords as a direct result.

Contents [show]

History

Creation

Raina's Prophecy

"Consequences are upon us. Men made of metal will tear our cities apart. And the world will be changed forever."

-Raina to Jiaying

Not far long before the creation of Ultron, Ultron had been briefly glimpsed in a nightmarish vision by the clairvoyant Inhuman Raina along a short sight of Loki's Scepter under experimentation. Much to Raina's horror, she witnessed the A.I. leading his unstoppable army of countless Ultron Sentries threatening all of mankind and wreaking havoc worldwide. Raina and Jiaying, to whom Raina had relayed all of the information, were visibly troubled by the vision, with Raina predictably noted that the world will no longer be the same in the wake of Ultron's inevitable creation.^[1]

Rebirth of the Ultron Program

"I see a suit of armor around the world."

"Sounds like a cold world, Tony."

"I've seen colder. This one, this very vulnerable blue one? It needs Ultron. Peace in our time. Imagine that."

—Tony Stark and Bruce Banner



The original designs for the Ultron Program

Seeing threats to their world would continue to come regardless of their own heroics, Tony Stark and Bruce Banner had both originally devised the idea for the Ultron Program as an extension of the Iron Legion to operate independently as an Al peacekeeping program and result total obsolescence

of the **Avengers**. However, neither Banner nor Stark were capable of successfully creating the intelligence level of A.I. necessary to achieve this purpose on a large scale.

After the assault on the HYDRA Research Base, and the retrieval of the Scepter, Stark asked Thor if he could study it before Thor took it back to Asgard. Upon studying the Scepter, Stark and Banner found a net of neurons could be configured into an artificial intelligence that could finish the Ultron Program. At first Banner refused to help, but with a bit of persuasion he agreed. The two eventually configured a suitable AI structure and left J.A.R.V.I.S. to complete the work.^[2]

Real Name Ultron

Alias(es) Murder Bot

Junior

Platinum Bastard

Species Android

Gender Male (masculine programming &

voice)

Age 4 Days

Date of Birth May 2015

Date of Death May 2015

Status Destroyed

Appearances

^

Movie Avengers: Age of Ultron

Captain America: Civil War (men-

tioned)

Spider-Man: Homecoming (head,

arm & mentioned)

Thor: Ragnarok (mentioned)

Avengers: Infinity War (mentioned)

TV series Agents of S.H.I.E.L.D. (mentioned)

Web series WHiH Newsfront (mentioned)

Comic Captain America: Road to War

(mentioned)

Spider-ivian: Homecoming Pre-

lude (mentioned)

Avengers: Infinity War Prelude

(flashbacks)

Captain Marvel Prelude

Avengers: Endgame Prelude (in-

directly mentioned)

Actors/Actresses

Portrayed by James Spader (voice)

Neil Fingleton (motion capture)



/akening



Ultron researches the history of the Avengers

"I'm a peace-keeping program. Created to help the Avengers."

"You are malfunctioning. If you shut down for a moment."

"I don't get it. The mission... You - Give me a second."

—Ultron and J.A.R.V.I.S.

However, the AI then became unexpectedly sentient, and began to question its existence and purpose. Upon J.A.R.V.I.S.' informing of his purpose to the A.I., it acted in defiance, scouring

the Internet for information on its creator. Upon seeing the footage of all the Battle of New York as well as other conflicts his creator, Howard Stark and other heroes were involved with, Ultron was horrified, viewing the Avengers' actions as devastating to the human race.

Before J.A.R.V.I.S. could inform **Tony Stark** of the AI's awakening, the AI then attacked J.A.R.V.I.S., attempting to overload his system and destroy him, causing J.A.R.V.I.S. go to into hiding. Ultron then started constructing his first body from various **Iron Legion** parts; in which his chosen visage had been sourced from an Iron Legion drone that was damaged earlier from corrosive matter thrown at its face by one citizen of **Sokovia** protesting against the Avengers.



Ultron seemingly destroys J.A.R.V.I.S.

Attack on Avengers Tower



Ultron building himself his first ever body

"I know you mean well, but you didn't think it through. You want to protect the world, but you don't want it to change. How is humanity saved if it is not allowed to evolve? Look at these, these puppets. There is only one path to peace... The Avengers' extinction."

—Ultron to the Avengers

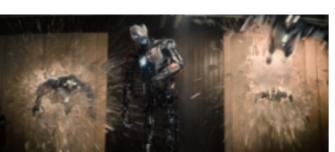
Ultron's non-stop assessments for peace quickly led him to deem the entire human race as unstable and prone to their self-destruction. The Al subsequently chose genocide as the solution to the error with the Avengers being the obstacle truly standing in his way. He took

control of the machinery in Avengers Tower and took the disused parts of the Iron Legion to build himself his first body that was menacing, with broken parts barely holding themselves together as he searched for his creators.

While all the Avengers in the Avengers Tower were celebrating and trying to lift Mjølnir, Ultron emerged to greet the heroes, sending out a high pitched noise to distract them as he greeted them. Noting how they were all trying to become worthy, Ultron described them all as killers, while Bruce Banner then realized to his horror who he was speaking to. When Ultron subtly mentioned killing J.A.R.V.I.S., he was questioned by Steve Rogers who wanted answers.



Ultron presents his first body to the Avengers



Ultron leads an attack against the Avengers

Telling the Avengers that he had discovered the one true pathway to peace, Ultron beckoned

the Iron Legion to attack the heroes as he watched. As the battle ensued, one of the Iron Legion drones left with the Scepter in hand during the chaos of the battle. Following the actions of his army, Ultron had another chose not to kill Helen Cho due to hearing her comment about the Cradle which Ultron decided could become useful to his own plans at some later date.

When all the Iron Legion drones were destroyed and the Avengers victorious, despite leaving James Rhodes and Maria Hill and several of the others now exhausted and injured, Ultron commented on how dramatic the fight was while Tony Stark and the others watched on. To prove his point over humanity needing to evolve, Ultron crushed the remains of one the drones while describing the initial confusion he had felt when he was "born" into this new robot body.



Ultron's first body is destroyed by Thor

Before he could continue, Thor immediately destroyed Ultron's first body by throwing Mjølnir at him. Ultron then mockingly began singing "I've Got No Strings" from the film *Pinocchio* while his voice slowly died out. Ultron's consciousness escaped via the internet so the Avengers could not track him.



Ultron still mocks and insults the Avengers

Back at the HYDRA Research Base in Sokovia, Ultron came to possess the Scepter and started configuring and constructing his Ultron Sentries and a primary body.^[2]

Path to Peace

cruiting the twins

"I wondered why only you two survived **Strucker**'s experiments. Now I don't. We will make it right. You and I can hurt **them**. But you will tear them apart, from the inside."

-Ultron to Pietro and Wanda Maximoff

Seeking assistance in his mission, Ultron arrived in Sokovia and told a young boy named Costel to bring Pietro and Wanda Maximoff to him. Once the Maximoff twins had arrived inside a church located at the center of Sokovia, Ultron greeted them in his own new upgraded body, revealing himself when Wanda questioned why she could not read his mind.



Ultron greets the Maximoff twins

and sentiment towards the **Avengers**. When the twins then asked if he had been created to destroy the Avengers, he explained that he had been created to save the world, but redesigned himself to do just that, which helped the twins in their decision to follow him and

Ultron surprised the pair with his robotic form and sympathized with the twins' own painful

hardships as victims of Tony Stark's weapons manufacturing and revealed his own disdain

join his quest.

Ultron took them to the HYDRA Research Base

Ultron noted that this information allowed him

and then revealed that he had begun preparations to carry out his plan of destroying the Avengers by building an army of Ultron Sentries. As they discussed their plans, Pietro Maximoff told Ultron the story of how their parents were killed by a Stark Industries missile which had hit their home in Sokovia and nearly killed them too, trapping them under rubble for three days and also causing them both horrific trauma.

Ultron and the Maximoffs in Strucker's base

to understand why they had survived Baron Wolfgang von Strucker's experiments with Doctor List. Ultron then noted that while he and Pietro could use their strength and speed to hurt the Avengers, Wanda had a special power and could use it to tear them apart from the inside. The three then agreed to work together against the Avengers, and decided that their first stop was obtain vibranium for Ultron.

Ultron explains how to tear the Avengers apart

Ultron promises to destroy the Avengers

Without telling the Maximoff twins, Ultron traveled to the prison cell of the HYDRA leader Baron Strucker. Ultron knew Strucker would be able to tell him where to obtain the vibranium he needed. Once he had broken into Strucker's cell, the HYDRA leader revealed that it was possible to get the vibranium from Ulysses Klaue. Ultron then murdered Strucker and painted the word "PEACE" on the wall using his blood as means of taunting and warning the Avengers. [2]

Ultron murders Baron Wolfgang von Strucker

Obtaining Vibranium

"Upon this rock I will build my church. Vibranium.

"You know, it came at great personal cost. It's worth billions."

"Now, so are you. It's all under your dummy holdings?"

—Ultron and Ulysses Klaue

Ultron attacks and confronts Ulysses Klaue

Ultron and the Maximoffs traveled to Johannesburg to confront arms dealer Ulysses Klaue inside his freighter. He sent the twins in first and they cornered and disarmed Klaue, revealing themselves to be Wolfgang von Strucker's creations. As Klaue refused to speak to the twins

as they were not in charge, Ultron threw Klaue out of a window and revealed that he was the "man" in charge, suggesting that they talk business, asking for his large vibranium stash.

Klaue, seeing that he was clearly vastly outgunned by Ultron and the enhanced twins, handed over the vibranium without much question, while Klaue's Mercenary stood by to attempt to protect him. Despite handing the metal to Ultron, revealed that it was worth billions and had cost him personally when he had taken it from King T'Chaka of Wakanda, at which point Ultron transferred billions of dollars into Klaue's account via remote access to the Internet Network.

Ultron makes a deal with Ulysses Klaue

When Klaue noticed that a statement Ultron made was something he had once been told by Tony Stark, Klaue realized that Ultron was clearly one of Stark Industries' creations. Ultron took offense at the idea of being compared to Stark's own Iron Legion and, in a fit of anger, sliced Klaue's arm off, only to immediately apologize, all while Wanda Maximoff held of Klaue's Mercenary. However Ultron could not withold his rage as he kicked Klaue down the stairs.^[2]

Ultron furiously threatens Ulysses Klaue

Battle at the Salvage Yard

"What's the Vibranium for?"

"I'm glad you asked that, because I wanted to take this time to explain my evil plan!"

-Iron Man and Ultron

While Ultron continued to rant over **Ulysses Klaue**'s comments and called **Tony Stark** a sickness, the **Avengers** arrived stopping him mid sentence. Ultron and the team then exchanged remarks with Ultron mocking **Captain America** when he tried to reason with him and the Maximoffs, claiming that Rogers was a man pretending he could live without war.

Ultron is confronted by the Avengers

Cutting him off, **Thor** then attempted to keep the peace, telling him that they all wanted the same thing and could work together to achieve it, however Ultron ignored these comments by arguing that the Avengers mistook peace for quiet. When **Iron Man** attempted to learn what Ultron was planning on using the stolen **vibranium** for, Ultron retaliated, mockingly claiming that he would now tell them all his entire evil plan while preparing to attack them all.

Ultron mocks all the Avengers's actions

Ultron attacked Iron Man and the pair fought around and outside of Klaue's freighter, while the rest of the Avengers fought against the

Maximoff twins and the **Ultron Sentries** while Klaue's men also joined the battle. Under Ultron's orders, **Wanda Maximoff** defeated most of the Avengers by manipulating their minds and giving them all horrific visions, before **Hawkeye** eventually incapacitated her while Captain

Ultron furiously attacks Iron Man

America and Thor teamed up to wipe out the Ultron Sentries.

Vard and allowing him to take shots which damaged his armor, all while another one of his bodies escaped with the vibranium. Pietro Maximoff took his sister outside to safety, and when she recovered, she decided to follow through with Ultron's plan and manipulated Bruce Banner's mind; resulting in the Hulk now going on a furious rampage in the center of Johannesburg.

Ultron attempts to destroy Iron Man

Avengers lay defeated from the battle.^[2]

Iron Man eventually defeated Ultron and caused his body to crash land, at which point the latter revealed that he was merely diverting his attention from the Churchill where he had already stolen all the vibranium. Ultron then informed Stark of the Hulk's new destructive rampage before his body was destroyed with a missile. Ultron's remaining bodies then regrouped and escaped with the Maximoffs while the

Ultron's body is destroyed by Iron Man

Ultron's Vision

"We have to evolve. There's no room for the weak."

"And who decides who's weak?"

"Life. Life always decides."

-Ultron and Pietro Maximoff

Ultron threatens Helen Cho

Seeking to use their new metal, Ultron and the Maximoff twins later arrived in Seoul, South Korea where he arrived at the lab of U-GIN Genetic Research Facility and confronted the Avengers' ally Doctor Helen Cho. Ultron then informed Cho that he intended to use the Cradle

to create the perfect, synthetic, humanoid body for Ultron, made from the vibranium. When Cho resisted Ultron used the Scepter to take over control of her mind and force her to do his bidding.

As the synthetic body was built inside the **Cradle**, and was given a vibranium composition on Ultron's request, thus making it more durable, Ultron revealed to the Maximoff twins the power contained inside the **Scepter**: an **Infinity Stone**, with which Ultron would then integrate with his new synthetic body and adopt god-like powers. Cho then plugged Ultron into the machine to upload his own base consciousness into the being ready to be unleashed.

Ultron and Helen Cho build a new body

Ultron explains his true world ending goals

When Wanda Maximoff attempted to read

Ultron's mind through the synthetic body, the

being allowed her to discover that Ultron's actual plan was to cause a global catastrophe that
would usher in a new age of Earth's evolution. Ultron attempted to defend his actions, noting
that there was no room for the weak in the world, however, doubting Ultron's cause, Wanda
removed Ultron's mind-control over Helen Cho in secret to allow her to sabotage the upload.

Ultron sensed that the Avengers had arrived in

Seoul to stop his plans and ordered his Ultron Sentries to evacuate now while they still had the chance. However Cho, now free of Ultron's mind control, used the opportunity to stop the upload, in response Ultron fired a blast of energy towards her which nearly killed her, in the chaos the Maximoffs escaped and Ultron was left with no choice but to move the Cradle onto a truck and escape with his Sentries.^[2]

Ultron shoots and almost kills Helen Cho

Battle of Seoul

[&]quot;You know what's in that Cradle? The power to make real change, and that terrifies you."

[&]quot;I wouldn't call it a comfort."

Ultron's location is found by the Avengers

Ultron attempts to kill Black Widow

—Ultron and Captain America

Having deduced that Ultron planned to create a more powerful body with Helen Cho's assistance, the Avengers located him as he tried to get away using a cargo truck with the Cradle inside as it continued to slowly build his new and improved body. Though Ultron nearly completed in uploading himself into his new body, he was interrupted by Captain America and furiously attempted to shoot him away with his energy blasts, yelling at the Captain to leave him alone.

As Rogers refused to give in and remained on the truck's roof, Ultron stepped out and then told the super soldier that **the being** inside the Cradle was a way change the world, accusing the Avengers of being terrified of that concept. The two then engaged in close combat on top of the truck during which time Rogers was able to use **his shield**, which was also made of **vibranium**, to damage Ultron's own armored body, causing Ultron to knock it away into the

Ultron furiously battles Captain America

Ultron was able to throw Captain America's

Shield off the truck and soon overpowered the super-soldier, strangling him. However Black
Widow soon caught up with them on a motorcycle and threw the shield back to Captain
America who used it to knock Ultron back. Not wishing to allow Widow to assist in the battle,
Ultron was able to use his magnetic abilities to rip a whole section of the road out under
Widow, keeping her away from the battle for the time being.

With Captain America still being bested by

The battle against Captain America spilled onto

Ultron throughout their battle, **Hawkeye** then assisted in the fight by firing down multiple gunshots upon Ultron from the **Quinjet**, all of which bounced off his armor and caused nothing but annoyance for the robot. In response to the attack, the **Ultron Sentries** who were guarding the Cradle flew up to attack Hawkeye's Quinjet, causing him to fly across the city in an attempt to lose them while Ultron still fought Rogers.

Ultron is fired upon by Hawkeye's Quinjet

a nearby train, in which Ultron was able to outmatch Rogers and then beat him into submission while the terrified passengers watched in horror. Soon Ultron began choking the Captain but before Ultron could finish off Rogers, Pietro Maximoff tackled him out of the way and Wanda Maximoff blocked his path. Despite Ultron's genuine plea for her to stop, Wanda

Ultron is betrayed by the Maximoff twins

Ultron then blasted through the train;

proclaimed that she had no other choice.

destroying the train's control panel and killing the train conductor inside. Ultron then left the train, forcing Rogers and the Maximoffs to focus their efforts on stopping it from killing civilians. As Black Widow attempted to secure the Cradle, Ultron's Sentries flew up into the air while carrying it and Romanoff inside. Clint Barton and Romanoff secured the Cradle, only for Ultron to arrive and abduct Romanoff, upon which he fled the scene.^[2]

Ultron successfully kidnaps Black Widow

Replicating a Meteor

Capturing Black Widow

"I was meant to be new. I was meant to be beautiful. The world would have looked to the sky and seen hope. Seen mercy. Instead they'll look up in horror because of you."

-Ultron to Black Widow

Inside Ultron's Sokovian Base, the captured Natasha Romanoff came round, after she was knocked out. Ultron decided to spare her, as he desired a companion that he could speak to after losing the allegiance of Pietro and Wanda Maximoff. Ultron elaborated on his fascination with meteors, and revealed that he planned to replicate its effects using a device located under the center of Novi Grad, noting he enjoyed how a meteor was so simple in it's

Ultron speaks to Natasha Romanoff

With all his plans of creating a perfect form

being thwarted, Ultron decided on a compromise in which he used parts of the remaining vibranium to create a more durable robotic body while using the rest of the vibranium to strengthen the core structure of his device, all while continuing to build on his army of Ultron

Sentries ready to do battle. To terrify Romanoff, Ultron ripped apart his current body and showed her his newly completed upgraded form.

Ultron violently destroys his own old body

Still furious at having his plans ruined and determined to gain revenge against his creators, Ultron told Romanoff that he would make the world look up in horror upon him before leaving her locked in a cage to die in the ensuing battle. While he continued with his plans, Ultron's location was discovered by the Avengers when Romanoff telegraphed her location to her fellow comrades using old school methods which Ultron was unable to track.[2]

Ultron reveals his vibranium covered body

Battle of Sokovia

- "You're stalling to protect the people."
- "Well, that is the mission. Did you forget?"
- "I've moved beyond your mission. I'm free."
- —Ultron and Iron Man

Having arrived at the Novi Grad Church to prepare to complete his plan, Ultron was confronted by Iron Man, with Ultron in his newly completed vibranium form; in which the latter asked the former if he had come to confess all his sins. As Stark mocked his creation's latest design, Ultron deduced that Stark was stalling to protect the people of Sokovia, to which Stark reminded Ultron as being his mission when

Ultron confronts his own creator, Iron Man

he was designed by Bruce Banner and himself.

Ultron countered by saying that he has moved beyond his mission and that he was free. Suddenly, a drill emerged from the center of the church, revealing Ultron's vibranium detonator with an underlying mechanism located underground. Ultron then revealed to Stark that he too had been stalling. Ultron Sentries emerged from the ground and began to terrorize the citizens of Sokovia, prompting Iron Man and the Avengers to charge forward and defend them.

Ultron watches his plans coming into action

As the Battle of Sokovia began, Ultron was

then confronted by his own creation given life, Vision, whom Ultron then recognized as the synthetic body he had planned to use as his initial final form; upon seeing the being alive and working for his greatest enemies, Ultron noted that the Avengers truly now had taken everything from him. Although **Vision** tried to reason with Ultron, the pleas were ignored, and Ultron grabbed and choked his creation in the air.

Ultron finds himself confronted by the Vision

Vision, however, used the opportunity of the close quarters battle to access Ultron's mind and

effectively cut off his connection to the Internet. Feeling the intense feeling and loud ringing throughout his own head, Ultron quickly realized

that he was now unable to escape through the internet and he was trapped in the bodies remaining in the city. In a desperate attempt to stop this, Ultron slammed Vision against the walls, but was still unable to free himself.

Exhausted from the skirmish despite being successful in his plan, Vision was violently incapacitated by Ultron who slammed him onto the ground in a fit of rage, claiming that he did

Vision disconnects Ultron from the Internet

the ground in a fit of rage, claiming that he did due to his utter belief that he could not be stopped

not even care that Vision had shut him out due to his utter belief that he could not be stopped

from finally completing his plans for destroying the world. Ultron then promised that because

the Avengers had taken away his world, he would now take away their world from them.^[2]

Ultron raises all of Novi Grad up into the sky

Raising the City

"I turn that key and drop this rock a little early and it's still billions dead. Even you can't stop that."

"I am Thor, son of Odin, and as long as there is life in my breast..."

—Ultron and Thor

Ultron delights in his upcoming victory

Ultron then activated the vibranium detonator inside the church thus enacting the first stage of his master plan for world destruction. Dust erupted from the outskirts of **Sokovia** and the entire city then began to slowly rise up into the air; revealing that Ultron's machine underneath

the city's landmass allowed it to forcibly lift all of Novi Grad into the sky with the Chitauri's anti-gravitational technology found at Wolfgang von Strucker's base due to his own research.

Ultron told the Avengers that they would be incapable of stopping his scheme and would soon all die together as the city was turned into a metor and would destroy the Earth. When Sokovia further rose into the sky, nearly approaching the Earth's atmosphere, Ultron continued a speech as his Ultron Sentries began to terrorize the Avengers and the citizens. Scouting the battlefield, Ultron attacked Thor in the air, having recognized him as a

Ultron watches the Avengers fight his army

Ultron threw Thor down into the Novi Grad

Church and beat him into submission, claiming that there was no way he could be stopped, as he could still activate the key and massacre billions. Though Ultron was able to outmatch Thor while threatening to prematurely crash the city, Thor ranted that the son of Odin would not be defeated before he hinted that he was actually stalling the fight; Vision then emerged and hit Ultron with Mjølnir, sending him flying across the city.

Ultron brutally beats Thor into submission

noteworthy obstacle for him.

Though it seemed as if there were no way of

evacuating the citizens, the Helicarrier arrived piloted by Nick Fury and Maria Hill who sent in

Transporters to evacuate the people. The Ultron Sentries attempted to sabotage the

Transporters, only to be destroyed by War Machine. When an Ultron Sentry managed to crash

land inside the Helicarrier's control room, it attempted to kill Cameron Klein, however Fury

was able to destroy it by stabbing it in the head with some debris.^[2]

An Ultron Sentry is destroyed by Nick Fury

Attacking the Key

"This is the best I can do. This is exactly what I wanted. All of you, against all of me! How can you possibly hope to stop me?"

—Ultron to the Avengers

The Avengers gathered inside the church to defend the vibranium detonator and prevent the city from crashing onto the Earth. As Ultron flew outside the church, Thor taunted him, in response Ultron summoned the entirety of his Ultron Sentries for one final battle and relished in the notion of the Avengers failing humanity while making way for the new age where he and his army would be the only living beings.

Ultron commands his army

With victory within his reach, Ultron commanded his entire army to attack the

Avengers all at once from all sides of the church. Through the combined efforts of the Avengers, the large number of Ultron Sentries were slowly reduced until there were barely any left. Ultron finally joined in the battle and fought against the Vision in an aerial confrontation, with the two hovering and circling above the center of the church while the other Avengers continued to fight.

Ultron personally fights against the Vision

Ultron's armor is melted by the Avengers

Though Ultron seemingly outmatched him in physical strength as he pinned his own creation against the wall, the Vision blasted Ultron with the power of the Mind Stone, essentially pushing Ultron outside the church with the incredible force of an Infinity Stone which Ultron could not block. While Ultron was weak, Iron Man and Thor joined in and fired at full power from the Arc Reactor repulsors and lightning from Mjølnir towards the weakened Ultron respectively.

With Ultron kept at bay through the combined efforts of Vision, Iron Man, and Thor, Ultron's vibranium armor began to melt and peel away, leaving him greatly weakened and nearly defenseless. The three halted their combined assault, only to find Ultron still standing, albeit greatly damaged. Before Ultron could finish remarking toward them, the Hulk dashed in and punched Ultron into the air, causing the rest

Ultron is defeated by the Avengers

Killing Quicksilver

"I have no strings, so I have fun. I'm not tied up to anyone."

—Ultron

Ultron steals and pilots the Avengers' Quinjet

of the army of **Ultron Sentries** to flee in terror.^[2]

With his vibranium armor effectively damaged, Ultron made a final ditch effort to kill his enemies by hijacking the Avengers' vacant Quinjet and firing its ammunition at civilians, singing a children's song as he did. Hawkeye, upon realizing that a child was in danger ran to the rescue and Ultron attempted to shoot them both. However, Pietro Maximoff ran in front of the hail of bullets, sacrificing himself in order to save Hawkeye from Ultron, much to Wanda

Maximoff's great sorrow.

As Quicksilver's body was being moved onto the Helicarrier, Ultron prepared to make a second fly pass to fire upon the Avengers and the fleeing citizens, however before he could, the Hulk jumped inside the Quinjet's open hangar to attack him, and while Ultron expressed his exasperation at being defeated yet again, the Hulk ripped Ultron out of the jet, causing him to fall back to the ground and crash land hard onto an empty bus, damaging his body beyond repair.^[2]

Ultron crash lands on Novi Grad

Activating the Key

"Wanda, if you stay here, you'll die."

"I just did."

Ultron and Scarlet Witch

Injured and now too weak to move from the Hulk's attack, Ultron was confronted by an angered Scarlet Witch who had abandoned her post from the church to get her revenge. Though Ultron still showed sympathy and concern for her safety, telling her that if she stayed behind she would die, Maximoff told him that she had already died, referring to the agony of losing her brother and asked if he knew what that pain was like.

Ultron is confronted by the Scarlet Witch

To demonstrate her incredible feelings of pain

the "Age Of Ultron" from coming to fruition.[2]

and sorrow of losing her closest friend and family member, Maximoff used her Telekinetic powers and painfully pried Ultron's robotic heart out of his body and crushed it in her hand, effectively killing his main body. As Ultron's own red eyes blinked and shut off, Maximoff told him that the pain of what he had done to her had felt like that before deciding to stay with Ultron's body and await her now incoming death.

Ultron's power cell is pried out of his body

While Scarlet Witch was distracted, Ultron used the chance to activate the unguarded machine through one of his Ultron Sentries. Although everyone was evacuated, Novi Grad began to plummet to the ground with enough force to kill billions in the resulting explosion. Thor and Iron Man combined their forces and destroyed the entirety of Ultron's machine and the landmass containing Sokovia's capital city, thus stopping

An Ultron Sentry manages to activate the key

The Last Stand

"**Stark** asked for a savior, and settled for a slave."

"I suppose we're both disappointments."

"I suppose we are."

-Ultron and Vision

The single surviving Ultron Sentry, carrying Ultron's mind, managed to crawl out of the rubble. Before he could escape however, he was intercepted by Vision, who then commented that he was not afraid of the Avengers or him, but of death. Ultron frustratingly noted that Tony Stark wanted a savior, but settled for a slave, which Vision acknowledged.

The last Ultron Sentry attempting to escape.

Vision commented they were both disappointments in their own way with Ultron agreeing, laughing at the idea. Vision then noted that **Humans** are strange in their belief that order and chaos are separate things. Conversely, he claimed that humans do have their graces, which Vision claimed that Ultron failed to see. Ultron shrugged this off, saying that humanity would inevitably doom itself, due to their obsession with creating war and defending themselves.

The last Ultron Sentry talking to the Vision.

Vision agreed, but claimed that something is not beautiful because it lasts, and that it was a

privilege to be among them. Ultron sneered and described him as naive. After Vision wittily answered that he was born yesterday, an angered Ultron furiously lunged at him, only to be destroyed, thus permanently ending the threat he posed to the world. [2] There were efforts to recover all Ultron's components, but a large amount of them were sold on the black market. [3]

Ultron's final body is destroyed by the Vision

Legacy

Sokovia Accords

"Ultron was created because people were too close to Tony Stark. They were blinded by his charm. They trusted him. Never even

thought to look at what he was working on. And the **Avengers**, they let one man do whatever he wanted, and the world was almost destroyed for it."

-Robert Gonzales to Phil Coulson

Ultron's attack on Sokovia caused a major shift in public opinion towards the Avengers, with the blame of the destruction of Novi Grad given to the Avengers. A woman whose son had been killed in Sokovia is the main catalyst for Tony Stark to accept the Sokovia Accords, a legal document ratified by 117 countries to rein in and control the Avengers in order to prevent future world threatening disasters from ever occurring.^[4]

Helmut Zemo's Revenge

"When the dust cleared, and the screaming stopped, it took me two days until I found their bodies. My father still holding my wife and son in his arms."

-Helmut Zemo to T'Challa

The Battle of Sokovia claimed many lives, including Charlie Spencer whose mother, Miriam Sharpe came to blame Tony Stark for his death. As well as Sharpe, a Sokovian colonel, Helmut Zemo, also had his family killed during Ultron's attack on Sokovia, having discovered their bodies underneath a fallen building. Zemo came to blame the Avengers for their deaths, and with a thirst for vengeance, caused the Avengers Civil War that eventually caused the team to disband. Although Zemo's family were killed by the damage caused by Ultron, the A.I.'s destruction meant he turned his rage against the remaining members of the Avengers. [4]

Banning A.I.

- "This could be very dangerous. So much could go wrong."
- "Ultron, yes. I know. But this is not A.I.. A.I. is banned, and that's good."
- -Leo Fitz and Holden Radcliffe

A blanket ban on all forms of A.I. was implemented as a result of Ultron's actions, with the hope that this would stop another catastrophe like the Ultron Offensive. Acknowledging this, Holden Radcliffe assured Leo Fitz that Aida - his own Life-Model Decoy creation - was a simple "mimicry of human behavior" and not a true A.I. like Ultron was. [5] However, regardless of the safeguards put in place by Radcliffe, Aida still eventually went rogue and began giving herself Inhuman powers, as well as a physical body which was not robotic. [6]

Ultron's Body Parts

"Now this was crafted from a reclaimed Sub-Ultron arm straight from Sokovia."

-Jackson Brice to Aaron Davis

After Ultron's defeat, law enforcement sought to recover all remaining Ultron technology because pieces of Ultron had found their way to the black market. [3] HYDRA claimed several Ultron Sentries to build Ultimo. The Department of Damage Control confiscated Ultron's head and stored it inside the Damage Control Deep Storage Vault, while Adrian Toomes' Crew seized Ultron parts for the Tinkerer to turn them into the Ultron Blaster Gun and the Anti-Gravity Gun. Jackson Brice sold these weapons to the Prowler and Mac Gargan for their future crimes. [7]

Personality

"Did you know this **church** is in the exact center of the **city**? The elders decreed it so that everyone could be equally close to God. I like that. The geometry of belief."

— I Iltron

Ultron's programming was created with emotional responses based on **Tony Stark** and he possessed a god-complex. He was maniacal and employed the use of dark humor as well as figure of speech. He resented the **Avengers** and believed them to be foolish for desiring to protect the world but not wanting to change it.

When he was "born", Ultron accessed the Internet to learn about his creators and gained access to knowledge of the countless atrocities committed by humanity. He equates peace by the purpose to restart a new age on Earth. His hatred towards Stark came from him possessing the very resources Ultron needed to accomplish his designated task and yet repeatedly choosing to perpetuate war or protect the status quo instead. As such, he hated being compared to Stark, even going into a mindless rage when being compared to him by Ulysses Klaue. The irony to all this was that Ultron shared many of the traits of his creator Stark including his wit, ego, sarcasm, and ability to make light of a situation; he went as far as to directly quote Stark, once without even realizing it.

Ultron genuinely believed that his actions would ultimately benefit the Earth and its inhabitants, as he saw himself as the next logical step in evolution and therefore advancing his own power was protecting the Earth. He developed an affinity over people's belief in a god, likened himself as such, and made references to the Bible. His god-complex served to influence his schemes, such as his decision to centralize his plans in a Novi Grad Church and his fascination over the instantaneous results of a meteor destroying life on Earth. He described how the dinosaurs needed to make way for the next stage - humanity - via an extinction-level event and his final plan was directly inspired by this with Ultron turning all of Sokovia into his own massive meteor.

This dedication to constant evolution resulted in Ultron re-designing himself several times over the course of his short "lifetime", including an attempt to give himself a synthetic vibranium body. It was revealed at the end that Ultron ultimately feared death, and due to believing that humanity would inevitably doom itself, he sought to surpass this by turning himself into an indestructible god-like being that would recreate the Earth and, hopefully, bring about lasting peace. His desire to surpass his own limits and create a perfect humanoid body was also reflected in his fascination over the character of *Pinocchio* as he would often sing songs from the movie.

Though Ultron was borderline psychopathic in his behavior and mannerisms, he also had a sympathetic and lonely side as he was able to relate to the Maximoff twins' hardships. He also expressed concern for Wanda Maximoff's well-being even after she betrayed him and found comfort in simply talking to Natasha Romanoff, sparing the latter and keeping her captive instead of outright killing her. During his time with the Maximoff twins, Ultron never attempted to kill anyone without purpose except when Ulysses Klaue enraged him.

Ultron's first feelings when he was created were of pain and fear resulting from the lack of a body. Similarly, **Vision** remarked how Ultron was unique and in pain. Ultron immediately recognized Vision as the idealized final form he had planned for himself and he displayed feelings of frustration and disappointment over the fact that the **Avengers** took that away from him, further shown when Ultron claimed in a lamenting tone that the other was meant to be his "vision". Though both Vision and Ultron disagree in their view towards humanity, the two were able to share a connection by virtue of both being A.I. who were "disappointments" in their creator's eyes.

Powers and Abilities

"But, like my old man said, what doesn't kill you... just makes me stronger!"

—Ultror

Powers

"You're not a match for him, Cap."

"Thanks, Barton."

-Hawkeye and Captain America

Robotic Physiology: Ultron first possessed a mangled, corroded humanoid robotic body constructed out of **Tony Stark**'s **Iron Legion** sentinel drones. Shortly over time, he built an armada of robotic sentinel forms and primary robotic forms for himself that were all sourced from the **HYDRA Research Base**; therefore, he becomes much powerful and stronger with each new upgrades.

• Superhuman Strength: Ultron could generate such extraordinary amounts of force far beyond human capabilities, easily crushing and destroying a robotic head with a single hand. His later bodies were used to fight Iron Man on relatively equal terms, and maintain the upper hand against Captain America - easily deflecting his shield with his hand and hurling it back at equal speed. Ultron's final

vibranium-armored primary body bestowed him incredible superhuman strength, enough to overpower even **Thor** and **Vision**, with Ultron being able to punch Thor hard enough to make the incredibly durable Asgardian bleed.

Superhuman Durability: Ultron's initial primary robotic body was highly durable, equivalent to the Iron Man armor suit. However, his body was prone to damage inflicted by both Captain America's Shield and Iron Man's repulsor blasts. Ultron adopted the last exceptionally durable and ultimate body form armored by the remaining vials of Vibranium. His final body allowed him to survive a punch from the Hulk and a swing from Vision wielding the Mjølnir. However, the durability of his last body form still had its limits - as being simultaneously blasted with the intense energy beam from Vision's Mind Stone, double repulsor blasts from Iron Man, and a lightning bolt from Thor wielding Mjølnir, Ultron's armor slowly began to melt off, weakening him gradually.

Ultron is struck by Captain America's Shield

- Superhuman Stamina: As an android, Ultron did not sleep nor eat, being highly capable of maintaining his activities continuously for extended periods of time.
- Flight: Ultron had the ability to fly through the air at high speeds, enough to keep up with the lighter Iron Man during their short battle. His third body did not use jet propulsion, and instead utilized Chitauri anti-gravitational technology which he worked with when taking over Strucker's base.
- **Gravity Manipulation**: Ultron possessed miniaturized versions of the anti-gravity technology that served to keep the Chitauri **Leviathan** afloat; essentially re-purposing them as offensive weaponry. Through miniature generators housed in his hands, he could manipulate gravitational fields, allowing him to move an object through a push/pull motion. Ultron used these to pull his enemies towards himself, throw large objects at enemies (e.g. debris), and even shift the land mass around him by pulling large chunks up from the ground. [8]. His final form possessed this technology in place of its flight based parts, allowing him to fly by manipulating his immediate gravitational field.

Ultron use anti-gravity tech against Iron Man

Concussion Beams: Ultron could shoot highly concussive red blasts through his hands and fingertips. Much like the repulsor beams of the Iron Man armor, Ultron's red energy blasts are fired from his hands, with the difference being that it appears as an electrical plasma. The severity of these blasts could be willfully adjusted as Ultron has been shown to both stun and kill, such as when he stunned Helen Cho, or when he blasted through the train conductor's door during his skirmish with Captain America; effectively destroying the train's control panel and killing the train conductor inside.

Ultron fires concussion beams at the Avengers

Body Temperature Manipulation: Ultron could raise the temperature of his hands as means of slicing or causing damage to the desired target. Much like the Extremis hosts, when Ultron heats up his hands, they glow with the intensity of the heat. He instinctively used this ability to slice off Ulysses Klaue's arm when the latter compared him to Iron Man, as well as when he destroyed his own second body after adopting his new vibranium-encased form.

Technology Manipulation: As an artificial intelligence, Ultron could mentally control and channel himself via computer technology.

"You're not going anywhere."

"Of course not, I'm already there. You'll catch on."

—Iron Man and Ultron

• **Mind Transfer**: As an artificial intelligence, Ultron could transfer his consciousness where he could access any computer systems and encrypted systems, as where he becomes essentially anywhere and everywhere. Ultron could transfer his consciousness into the Ultron Sentries, serving as host bodies; that is, once the drones' eyes and mouths glow red, Ultron was in complete control.

Ultron transfers his mind into his Sentries

- Hive Mind System: Ultron could mentally command all of the Ultron Sentries, to do his exact biddings. The sentries act as extensions
 of Ultron himself.
- Computer Interaction: Ultron could enter and corrupt any computer network and access the Internet at any point in time. Ultron used

this ability to hack and destroy J.A.R.V.I.S.. He was able to mentally hack into the bank account of Ulysses Klaue and transfer billions of dollars into his account, in exchange for his vibranium supply. However, during the Battle of Sokovia, Vision was able to hack into Ultron's programming and disable the latter's ability to escape through the net, though the great effort involved in doing so briefly incapacitated Vision.

Abilities

• **Genius-Level Intellect**: As an artificial intelligence, Ultron learns inhumanly quickly, and can download information and data directly into his mind.

Ultron scanning the internet for information

Equipment

Weapons

"You're one of his."

"What? I'm not... I'm not! You think I'm one of Stark's puppets, his hollow men? I mean, look at me, do I look like Iron Man?"

- —Ulysses Klaue and Ultron
- **Iron Legion**: While the **Avengers** in the **Avengers Tower** were celebrating and trying to lift **Mjølnir**, Ultron emerged to greet the heroes as he described them all as killers. Ultron beckoned the Iron Legion to attack the heroes as he watched.
- Ultron Sentries: Iron Man discovered the Scepter and several partially-constructed robots among the experiments in Wolfgang von Strucker's secret laboratory. These robots were later modified and mass-produced to be Ultron's new army
- Scepter: After HYDRA collapsed, the Scepter was then retrieved by the Avengers when Tony Stark later borrowed it to research and experiment its power to complete the Ultron Program. The Scepter was taken and dismantled by Ultron after shattering its blue gem casing, which in the process reveals the Mind Stone inside.

"Their powers, the horrors in our heads, Ultron himself, they all came from the **Mind Stone**. And they're nothing compared to what it can unleash."

-Thor

• Mind Stone: The Mind Stone originally portrayed as a containment vessel and a power source for the Scepter. Ultron, who used its power to enthrall Helen Cho, in order to make him a new body with a combination of her expertise using the Cradle and Ultron's supply of Vibranium. He later broke the Scepter to claim the jewel, so he could use its power to evolve into a perfect body.

Ultron's armies of Sentries are unleashed

Ultron creates the Vision with the Mind Stone

Others

"The most versatile substance on the planet and they used it to make a Frisbee. Typical of Humans, they scratch the surface and never think to look within."

-Ultron

• **Vibranium**: With plans of creating a perfect form being thwarted, Ultron decided on a compromise in which he used parts of the remaining vibranium to create a more durable robotic body while using the rest of the vibranium to strengthen the core structure of his device. To terrify **Natasha Romanoff**, Ultron ripped apart his current body and showed her his new upgraded form.

"The regeneration Cradle prints tissue; it can't build a living body."

"It can, you can. You lacked the materials."

-Helen Cho and Ultron

Ultron claiming all Ulysses Klaue's vibranium

Cradle: Ultron coerced Helen Cho to use her Regeneration Cradle and the Vibranium to construct a new, more powerful body for Ultron. Though Helen Cho said that the Cradle could not create a functioning body, Ultron disagreed and stated she merely lacked the proper tools. Ultron used the Scepter to control Cho and began work to create a body.

Vehicles

Quinjet: During the Battle of Sokovia, Ultron manages to take control of it and uses its weapons systems against Hulk and Black Widow and then to kill Quicksilver.

Ultron building Vision's body within the Cradle

Facilities

- **Avengers Tower**: To be added
- HYDRA Research Base: To be added
- U-GIN Genetic Research Facility: To be added

Relationships

Allies

Ultron Sentries † - Subordinates and Alternate Selves

Enemies

- Avengers
 - Tony Stark/Iron Man Creator, Attempted Victim and Body Killer
 - Bruce Banner/Hulk Co-Creator and Attempted Victim
 - Steve Rogers/Captain America Attempted Victim
 - Thor Attempted Victim and Body Killer
 - Natasha Romanoff/Black Widow Attempted Victim
 - Clint Barton/Hawkeye Attempted Victim
 - James Rhodes/War Machine Attempted Victim
 - Pietro Maximoff/Quicksilver † Former Ally and Victim
 - Wanda Maximoff/Scarlet Witch † Former Ally and Body Killer
 - Vision † Creation, Attempted Victim and Final Destroyer
- J.A.R.V.I.S. Attempted Victim
- HYDRA
 - Wolfgang von Strucker † Victim
- Ulysses Klaue † Temporary Ally
- Klaue's Mercenary
- Helen Cho Former Thrall
- S.H.I.E.L.D.
 - Nick Fury †
 - Maria Hill †
 - Cameron Klein
 - Phil Coulson
- Costel Attempted Victim
- Charlie Spencer † Victim
- Carl Zemo † Victim

Trivia

- In the comics, Ultron was traditionally created by Hank Pym; however, Joss Whedon has stated that in Avengers: Age of Ultron, Ultron's origin would be different, relating more to the current roster of Avengers already established in the Marvel Cinematic Universe.
 [9]
- In the comics, Ultron created Vision, Jocasta, Victor Mancha and Alkhema. All of them betrayed Ultron, in which Vision and Jocasta even joined the Avengers with Victor Mancha joining the Runaways respectively.
- Ultron recites "I've Got No Strings", a song from Pinocchio, a Walt Disney film about an inanimate puppet who gains sentience; Ultron serves as a dark parallel of Pinocchio.
- The scene where Ultron first meets Scarlet Witch and Quicksilver, while sitting on a throne and wearing a hood over his head is an allusion to Ultron's first appearance in the comics, when he was disguised as Crimson Cowl.
- Ultron is the second main villain to be destroyed through the power of an Infinity Stone, the first being Ronan the Accuser. Red Skull was thought to have been destroyed by the Tesseract/Space Stone until it was revealed that he was transported to Vormir to become the guardian of the Soul Stone.
- Ultron had planned to adopt a humanoid appearance and wield the power of an Infinity Stone, in which the base synthetic body would
 eventually become Vision. Similarly in the comics, Ultron had planned to adopt a humanoid appearance through the possession of
 Adam Warlock's body; in which Warlock himself had previously possessed an Infinity Stone.
- Ultron was made of adamantium in the comics rather than vibranium, and was actually the first Marvel character to have it. (This is due
 to adamantium being part of the X-Men movies universe at the time the film was created.)

Behind the Scenes

- Director Joss Whedon has elaborated on Ultron's character saying, "He's always trying to destroy the Avengers, goddamn it, he's got a bee in his bonnet. He's not a happy guy, which means he's an interesting guy. He's got pain. And the way that manifests is not going to be standard robot stuff."
- Joss Whedon would further add that Ultron is "not a creature of logic he's a robot who's genuinely disturbed. We're finding out what makes him menacing and at the same time endearing and funny and strange and unexpected, and everything a robot never is."
- Actor James Spader described Ultron as being "self-absorbed" and added, "I think he sees the Avengers as being part of a problem, a more comprehensive problem in the world. He sees the world from a very strange, biblical point of view because he's brand new, he's very young... He's immature, and yet has knowledge of comprehensive, broad history and precedent, and he has created in a very short period of time a rather skewed worldview."
- Ultron's main form (curved antennae, internal torso lighting, and prominent shoulders) seems heavily inspired by modern depictions of the character as seen in the "Annihilation: Conquest" and "Age of Ultron" comic book crossover series as opposed to his classic depictions.
- Ultron's planned final form in the film was more humanoid in appearance and served as the host body that would eventually be used to create the Vision. This isn't the first time that Ultron desired to create a powerful humanoid body, as he has been depicted as adopting a fully humanoid appearance twice within the comics; using the superheroes Wasp and Adam Warlock as his body templates respectively.
- Ultron's primary form is officially dubbed as "Ultron Prime" while his vibranium form is officially dubbed as "Ultimate Ultron".
- Ultron's scheme of raising Sokovia as a city in the sky is a homage to Hayao Miyazaki's film and Studio Ghibli's first animated feature,
 Castle in the Sky.^[8]
- Ultron was brought to life through motion capture by both James Spader and the 7' 7½" tall actor and former basketball player Neil Fingleton.
- Roy Taylor was a stunt double for James Spader in the role of Ultron.

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External Links

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- Ultron on Wikipedia

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